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UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

In Re:)	Chapter 11
)	
BCE WEST, L.P., <i>et al.</i> ,)	Case Nos. 12547
)	through 12570 ECF CGC
Debtors.)	
)	Jointly Administered
EID # 38-3196719)	
)	RULE 2014 AND 2016 VERIFIED
)	STATEMENT OF FIRM
)	EMPLOYED BY DEBTORS AS
)	ORDINARY COURSE
)	SPECIAL COUNSEL

Pursuant to Bankruptcy Rules 2014 and 2016, and 11 U.S.C. §§ 327 and 329, undersigned Firm submits its Verified Statement in support of the Debtors' Application to Employ Ordinary Course Professionals as Special Counsel (dkt # 42), pursuant to the Court's January 26, 1999 Order granting such motion (see dkt # 523).

1 The professional services of Firm will be limited to [check appropriate
2 boxes]:

3 [X] Represent Debtors in general [] commercial and/or [] tort
4 litigation matters;

5 [] Advise Debtors with respect to real estate matters, and document real
6 estate transactions;

7 [] Advise Debtors with respect to taxes including [] income, [] real
8 property, [] personal property, [] use, and/or [] sales taxes and, if appropriate and
9 requested, represent Debtors before taxing authorities;

10 [] Advise Debtors with respect to franchise and trademark matters and,
11 if appropriate and requested, represent Debtors before governmental agencies with respect
12 to same;

13 [] Advise Debtors with respect to food, drug, health and local regulatory
14 matters and, if appropriate and requested, represent Debtors before governmental agencies
15 with respect to same;

16 [] Advise Debtors with respect to corporate, securities and SEC matters
17 and, if appropriate and requested, represent Debtors before governmental agencies with
18 respect to same;

19 [] Advise Debtors with respect to labor and employment matters and, if
20 appropriate and requested, represent Debtors before governmental agencies with respect to
21 same.

1 Firm will not advise or represent the Debtors with respect to any bankruptcy
2 or reorganization matters. Firm's representation will be limited to the specified special
3 purposes identified above, within the meaning of 11 U.S.C. § 327(e).
4

5 Subject to the approval by the Court, Firm has agreed to represent the
6 Debtors as special counsel based on Firm's standard hourly rates for professional services
7 and reimbursement of those costs and other expenses for which it typically seeks
8 reimbursement. As of the filing of this case on October 5, 1998, Firm was owed
9 \$_____ for prepetition services. Firm holds a retainer of \$_____, received
10 from the Debtors prior to the filing of this case. Firm has not billed its prepetition fees and
11 expenses against this retainer or otherwise been paid for them. The retainer has been
12 placed in the firm's client trust account, and will not be used until Court approval.
13
14

15 There is no agreement of any nature, other than the Firm's partnership
16 agreement, as to the sharing of any compensation to be paid to Firm.

17 With respect to Firm's connections with the Debtors, Debtors' creditors,
18 other parties in interest and their respective attorneys and accountants, Firm's conflict
19 analysis has been limited to consideration of its connections with: (a) the Debtors, (b) the
20 Office of the United States Trustee, (c) Akin, Gump, Strauss, Hauer & Feld, L.L.P.,
21 (d) Lewis and Roca, L.L.P., (e) PricewaterhouseCoopers, (f) Hebb and Gitlin, (g) Snell &
22 Wilmer, (h) Houlihan Lokey Howard & Zukin Financial Advisors, Inc., (i) Bank of
23 America, NT & SA, (j) General Electric Capital Corporation, (k) Citizen's Bank of Rhode
24 Island, and (l) any party whose interests may be directly adverse to the interests of the
25
26

Debtor with respect to which the Firm has been engaged. Based on that conflict analysis, the Firm believes it has no connections with any of them other than as specified on the attached Exhibit A. The Firm therefore believes it does not hold or represent an interest adverse to the Debtors or to the Debtors' estates with respect to the matters on which the Firm is to be employed, as required by 11 U.S.C. § 327(e).

I verify under penalty of perjury that the foregoing statement is true and correct to the best of my information, knowledge and belief.

Dated this 19th day of August, 1999.

FIRM

Butler, Norris & Gold

(Firm name)

By /s/Martin P. Gold – Partner